



THOMAS D. MARION  
TREASURER

**TTX COMPANY**  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223

DIRECT LINE (312) 984-3821  
FAX (312) 984-3855

May 1, 1998

**VIA FEDERAL EXPRESS**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20006

RECORDATION NO. 21200-A FILED

MAY 5 '98 11-28AM

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
MAY 5 11 28 AM '98

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed copies of the following documents:

Manufacturing Agreement Supplement No. 1 dated as of April 20, 1998.

This document is a secondary document, supplementing the Manufacturing Agreement dated as of January 15, 1998, recorded on February 3, 1998, recordation number 21200.

Parties to this transaction are as follows:

TTX Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

A → National Steel Car Limited (Manufacturer)  
602 Kenilworth Avenue North  
Hamilton, Ontario L8N 3J4  
CANADA

The general description of the equipment is as follows:

| TYPE   | AAR MECHANICAL<br>DESIGNATION | NO. OF<br>UNITS | MARKED | NUMBERED      |
|--|-------------------------------|-----------------|--------|---------------|
| 73' 110-ton Center<br>Beam cars designed<br>for 286,000 gross rail<br>load | FBC                           | 300             | TTZX   | 863850-864149 |

Mr. Vernon A. Williams  
May 1, 1998  
Page Two

Enclosed is our check in the amount of \$26.00 to cover filing fees.

A short summary of this Supplement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 300 73' 110-ton Center Beam cars designed for 286,000 gross rail load- TTZX, numbered 863850-864149."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:mkh  
Enclosures  
k:\trstdm\letters\filings\willim32.doc

*P.S. Please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.*

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of January 15, 1998, which was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on February 3, 1998 at 10:39 AM, recordation number 21200, which provides for the execution and delivery from time to time of supplements thereto, each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

NATIONAL STEEL CAR LIMITED

By:   
Vice President

(CORPORATE SEAL)

ATTEST:


  
Assistant Secretary

TTX COMPANY

By:   
Treasurer

(CORPORATE SEAL)

ATTEST:

  
Secretary

STATE OF HAMILTON            )  
  ) SS:  
PROVINCE OF ONTARIO        )

On this 30<sup>th</sup> day of April, 1998, before me personally appeared Al Wilson  
\_\_\_\_\_, to me personally known, who, being by me duly sworn, says  
that he is a Vice President of National Steel Car Limited; that one of the seals  
affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument  
was signed and sealed on behalf of said corporation by authority of its Board of Directors and  
they acknowledged that the execution of the foregoing instrument was the free act and deed of  
said corporation.

C. Wollaston

Notary Public

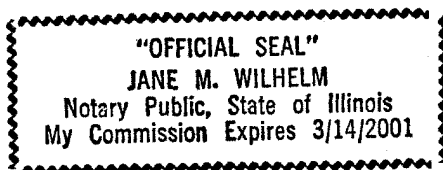
(NOTARIAL SEAL)

COLOMBA ANNE WOLLASTON, Notary Public,  
Regional Municipality of Hamilton-Wentworth,  
limited to the attestation of instruments and  
the taking of affidavits for National Steel  
Car Limited. Expires April 15, 2001.

My Commission Expires:

STATE OF ILLINOIS    )  
                                  ) SS:  
COUNTY OF COOK     )

On this 30 day of April, 1998, before me personally appeared Thomas D. Marion, to me  
personally known, who being by me duly sworn, says that he is the Treasurer of TTX Company;  
that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation;  
that said instrument was signed and sealed on behalf of said corporation by authority of its  
Board of Directors and he acknowledged that the execution of the foregoing instrument was the  
free act and deed of said corporation.



Jane M. Wilhelm

Notary Public

(NOTARIAL SEAL)

My Commission expires:

ANNEX A  
NATIONAL STEEL CAR LIMITED  
(Manufacturer)

TTX COMPANY  
(Company)

ITEM 1:

| <u>Type*</u> | <u>Qty</u> | <u>Company<br/>Car<br/>Numbers<br/>(Include)</u> | <u>Unit Price</u> | <u>Total Price</u> | <u>Month Of<br/>Delivery</u> | <u>Spec.<br/>(Contract<br/>Number)</u> |
|--------------|------------|--|-------------------|--------------------|------------------------------|--|
| TTZX         | 300        | 863850-864149                                    |                   |                    | June-July, 1998              | T-5A97-N                               |

ITEM 2: December 31, 1998

ITEM 3: To be determined

ITEM 4: 602 Kenilworth Avenue North  
Hamilton, Ontario  
Canada L8N 3J4

\* 73' 110-ton centerbeam flatcars designed for 286,000 lb. gross rail load. TTX Specification No. 68-43-011586, revised August 8, 1997, and TTX Supplemental Specification No. 68-109-940701, issued July 1, 1994, revised ~~April 12, 1996~~. National Steel Car Specification P-188 issued September 29, 1997.      ~~April 12, 1996~~      OCTOBER 31, 1997

k:\trsjmw\recordat\natsteel\t5a97n.doc